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SULLIVAN & WORCESTER

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TELECOPIER NO. 202-293-2275

June, 2 1994

IN BOSTON, MASSACHUSETTS
ONE POST OFFICE SQUARE
BOSTON, MASSACHUSETTS 02109
(617) 338-2800
TELECOPIER NO. 617-338-2880
TWX: 710-321-1976

IN NEW YORK CITY
767 THIRD AVENUE
NEW YORK, NEW YORK 10017
(212) 486-8200
TELECOPIER NO. 212-758-2151

Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423
Attn: Mildred Lee

RECORDATION NO. 12235-*D*
FILED 1425

JUN 2 1994 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for filing and recordation with the Commission are an original and six counterparts of the document described below to be recorded pursuant to 49 USC § 11303.

This document is a CERTIFICATE OF AMENDMENT OF EQUIPMENT IDENTIFYING MARKS, dated May 27, 1994 by BANKERS TRUST COMPANY, Owner/Lessor.

The primary document to which this document is connected is No. 12235.

The name and address of the party to this document is as follows:

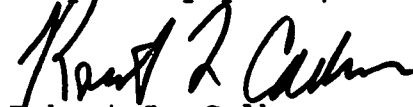
Owner/Lessor: Bankers Trust Company
130 Liberty Street
New York, New York 10006

The equipment covered by this document is 249 covered hopper cars bearing marks CPWX 605302-605463 and CPWX 605465-605551.

This document should be indexed as: Certificate of Amendment Of Equipment Identifying Marks, dated May 27, 1994 By Bankers Trust Company.

A check in the amount of \$18.00 for the requisite filing fee is enclosed.

Very truly yours,



Robert L. Calhoun
Attorney for Bankers Trust Company

LICENSING BRANCH

Enclosure

JUN 14 1994

RECEIVED
JUN 14 1994
FBI - NEW YORK

**CERTIFICATE OF AMENDMENT OF
EQUIPMENT IDENTIFYING MARKS**

RECORDATION NO. 12235 FILED 1405
JUN 2 1994 - 10 55 AM
INTERSTATE COMMERCE COMMISSION

THIS CERTIFICATE made this 27th day of May, 1994 by
Bankers Trust Company.

W I T N E S S E T H :

WHEREAS, Bankers Trust Company is the Owner/Lessor of two hundred forty-nine (249) covered hopper cars, originally bearing identifying marks as set forth in Exhibit A attached hereto (the Equipment), which freight cars are owned by Bankers Trust Company and which freight cars are subject to existing liens and encumbrances; and

WHEREAS, Bankers Trust Company, is certifying that the identifying marks of the units of the Equipment, which were heretofore subject to filings with the Interstate Commerce Commission pursuant to Section 11101 of Title 49 of the U.S. Code under the Recordation No. 12235 have been amended as set forth in Exhibit A.

NOW, THEREFORE, in consideration of the premises, Bankers Trust Company does hereby certify that the current identifying marks of the two hundred forty-nine (249) units of Equipment are as set forth in Exhibit A.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 27 day of May, 1994 before me personally appeared Jeffrey Russo who
being by me duly sworn says that he is the Vice President of Bankers Trust Company and that
the seal affixed to the foregoing instrument was signed on behalf of said corporation by authority
of the Board of Directors of said Corporation.

ANGELA C. PITCHFORD
Notary Public, State of New York
No. 01PI5023309
Qualified in New York County
Commission Expires Feb. 7, 1996

Angela C. Pitchford

Notary Public

EXHIBIT A

ORIGINAL
CARMARK

CPWX 605302-605463

CPWX 605464

CPWX 605465-605551

TOTAL

CURRENT
CARMARK

CPWX 605302-605463

DESTROYED

CPWX 605465-605551

249

Bankers Trust Company

By: 
Its Vice President

APR-12-1994 12:12 FROM

TO

9-1-2124541991

P.02/02

NOTICE TO AND CONSENT OF AGENT

31277-0

Whereas, Bankers Trust Company (hereinafter called the "Beneficiary") and LaSalle National Bank (as successor in interest to Exchange National Bank of Chicago, hereinafter called the "Trustee") entered into a Trust Agreement (hereinafter the "Trust Agreement") dated as of July 15, 1980;

Whereas, Bankers Trust Company and The Canadian Wheat Board entered into a Participation Agreement dated as of July 15, 1980 for the purchase and lease of certain railcars.

Pursuant to Section 7.01 of the Trust Agreement, Trustee has resigned and First Security Bank of Utah, N.A. ("FSBU"), a national banking association duly organized and existing under the laws of the United States of America, has accepted appointment as Successor Trustee under the Trust Agreement.

LaSalle National Bank's resignation as Trustee, and FSBU's appointment as successor Trustee will be effective as of the opening of business on September 1, 1992.

Following the effective date of the appointment of FSBU as Successor Trustee all payments, correspondence and notices should be sent to First Security Bank of Utah, N.A., at the following address:

First Security Bank of Utah, N.A.
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

LaSalle National Bank, as Agent, by its execution hereof, acknowledges that it has been served notice of and consents to, the Resignation, Appointment and Acceptance (in the form attached hereto as Exhibit A).

By: Its: Assistant Vice PresidentDated: 12/21/92